

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
DELPHI CORPORATION, <u>et al.</u> ,	)	Case No. 05-44481 (RDD)
	)	
Debtors.	)	
	)	Jointly Administered
	)	

**INTERIM ORDER AUTHORIZING EMPLOYMENT AND  
RETENTION OF LATHAM & WATKINS AS COUNSEL FOR  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter coming on to be heard on the Application (the “Application”)<sup>1</sup> of the Official Committee of Unsecured Creditors (the “Committee”) filed on November 17, 2005 for an Order Authorizing and Approving the Employment and Retention of Latham & Watkins LLP as Counsel pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), nunc pro tunc to October 17, 2005; the Court having reviewed the Application and the Affidavit of Robert J. Rosenberg, Esq. (the “Rosenberg Affidavit”) of the firm of Latham & Watkins LLP (“Latham & Watkins”) and having heard the statements of counsel in support of the relief requested therein at a hearing thereon (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); the Court being satisfied with the representations made in the Application and the Rosenberg Affidavit that Latham & Watkins does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, the United States Trustee for this District or any person employed in the

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<sup>1</sup> Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Application.

United States Trustee's office, or any other party in interest with respect to the matters upon which said firm is to be engaged, (c) said firm is a "disinterested person" and has no adverse interest in connection with these cases as contemplated by the Bankruptcy Code, and (d) such retention is in the best interests of the Committee; it appearing to the Court that notice of the Application given by the Committee was sufficient under the circumstances, and that no other or further notice is necessary; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The employment and retention of Latham & Watkins, as counsel for the Committee shall be, and the same hereby is, approved effective as of October 17, 2005, and Latham & Watkins is authorized to perform the services set forth in the Application.
2. Latham & Watkins shall be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by this Court.
3. The relief set forth in this Interim Order is granted on a final basis with respect to all parties; provided however, that the relief set forth herein is granted on interim basis with respect only to the Debtors.
4. This Interim Order shall remain in full force and effect until such time as this Court enters an order (the "Final Order") approving the Application on a final basis with respect to the Debtors.
5. Any objection by the Debtors with respect to entry of a Final Order must be in writing, filed with the Court, and served upon the following parties so as to actually be received by December 28, 2005 at 4:00 p.m. (prevailing eastern time): (i) proposed counsel to the Committee, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022, Attn.:

Robert J. Rosenberg; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004, Attn.: Alicia M. Leonard; (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn.: Marissa Wesley, and (iv) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, NY 10017, Attn.: Marlane Melican, with a copy to chambers.

6. There shall be a hearing (the "Final Hearing") held on January 5, 2006 at 10:00 a.m. (prevailing eastern time) before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York 10044, to determine whether to approve, on a final basis with respect to the Debtors, the retention of Latham & Watkins LLP on the terms described in the Application.

7. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York  
November 29, 2005

/s/Robert Drain  
UNITED STATES BANKRUPTCY JUDGE